

# Constitution & Bylaws

## Constitution

### Article I

#### Name and Objects

**Section 1.** The Name of the Club shall be Japanese Chin Club of America, Inc.

**Section 2.** The Objects of the Club shall be:

- a. To encourage and promote quality in breeding of purebred Japanese Chin, and to do all possible to bring their natural qualities to perfection.
- b. To encourage the organization of independent local Japanese Chin Specialty Clubs in those localities where there are sufficient fanciers of the Breed to meet the requirements of the American Kennel Club.
- c. To urge Members and Breeders to accept the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which Japanese Chin shall be judged.
- d. To do all in its power to protect and advance the interest of the Breed and to encourage sportsmanlike competition at dog shows and obedience trials.
- e. To conduct sanctioned matches and specialty shows and trials under the rules of the American Kennel Club.

**Section 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual or any group of Members of individuals.

**Section 4.** The Members of the Club shall adopt and may, from time to time, revise such Bylaws as may be required to carry out these objects in a manner prescribed in the Bylaws.

## Bylaws

### Article I

#### Membership

**Section 1. Eligibility.** Membership is open to persons who are in good standing with the American Kennel Club and who agree to uphold the constitution of the Japanese Chin Club of America. There shall be six types of membership:

- i. **Regular** - Open to persons aged 18 years or older who are citizens or residents of the United States (or its territories and possessions). Any foreign member whose JCCA membership is current as of August 1, 2005, may choose to be "grandfathered" in as a regular member. Regular members shall be entitled to all rights and privileges of the Club including voting and holding office.
- ii. **Regular Household** - Open to two individuals aged 18 years or older who reside in the same household and who are residents of the United States (or its territories and possessions). Each member in a household membership is entitled to vote and hold office.
- iii. **Foreign** – Open to persons 18 years or older who are not residents of the United States (or its

territories and possessions). Members who hold foreign memberships shall be entitled to all privileges of the Club except they shall not be permitted to vote or hold office and will not be counted in a quorum.

- iv. **Foreign Household** – Open to two individuals aged 18 years or older who reside in the same household and who reside outside the United States (or its territories and possessions). Members who hold foreign memberships shall be entitled to all privileges of the Club except they shall not be permitted to vote or hold office and will not be counted in a quorum.
- v. **Junior** – Open to persons over the age of 10 and under the age of 18. Junior members shall not be permitted to vote or hold office and will not be counted in a quorum. Upon reaching the age of 18, a Junior member may apply to convert to Regular membership.
- vi. **Life** – Bestowed by the Board in recognition of the completion of 35 consecutive years as a JCCA member in good standing. The Life member shall be exempt from paying dues but shall be entitled to all rights and privileges of Regular or Foreign membership, depending on their country of residency pursuant to Sections 1.i or 1.iii above.

**Section 2. Dues.** Annual dues shall be set by the Board of Directors, with a 2/3 vote needed to raise or lower the amount. Dues shall not exceed \$60 per year per Regular member, \$70 per year per Foreign member, or \$20 per year for Junior member. The Board may set an annual surcharge for members who receive club mail at foreign addresses; the surcharge shall approximate the difference between the costs of domestic mail and foreign mail. Membership dues are payable before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall be responsible for sending to each member a statement of his dues for the ensuing year. The treasurer shall be responsible for sending those members who have not renewed by January 1 a dues reminder by email or mail prior to January 15.

**Section 3. Election to Membership.** Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the JCCA constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant. An application for membership shall carry the endorsement of two regular members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected by ballot at any meeting of the Board of Directors or by vote of the directors by mail or email. Affirmative votes of 2/3 of the directors present at a meeting of the Board, or of 2/3 of the entire board voting by mail or email, shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next meeting of the Club, and the Club may elect such applicant by favorable vote of 75% of the Members present.

**Section 4. Termination of Membership.** Membership may be terminated:

- a. **By resignation.** Any Member may resign from the Club upon written notice to the secretary, but no Member may resign when in debt to the Club. Obligations other than dues are a debt to the club and must be paid in full prior to resignation.
- b. **By lapsing.** A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid thirty (30) days after the first day of the fiscal year, however, the Board may grant an additional sixty (60) days of grace to such delinquent Member in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the day of that meeting.
- c. **By expulsion.** A membership may be terminated by expulsion as provided in Article VI, Section 4 of these Bylaws.

## Article II

### Meetings

**Section 1. Annual & General Meeting.** The annual meeting of the club shall be held in conjunction with the

club's first specialty show of the year, at a place and date designated by the board of directors. A general meeting shall be held in conjunction with the second specialty show of the year, if one is held. Written notice of the place and date of the general and annual meetings shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting, or placed in the club publication to be mailed to each member at least 30 days prior to the meeting. The quorum for the annual meeting and the general meeting shall be 10% of the voting members in good standing. Specialty bids, shows and selection of judges shall be conducted according to guidelines approved by the board. The Board of Directors shall submit proposals that meet the guidelines for a specialty bid to the membership by written ballot for the majority vote rule.

**Section 2. Special Club Meetings.** Special Club Meetings may be called by the President or by a majority vote of the board who are present at a Meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the Members of the Club who are in good standing. Such Meeting shall be held at such a place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least twenty-one (21) days prior to the Meeting. The notice of the Meeting shall state the purpose of the Meeting and no other Club business may be transacted at that meeting. The quorum for such a Meeting shall be ten percent (10%) of the voting members in good standing.

**Section 3.** Meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed or emailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be the majority of the Board.

**Section 4.** Meetings: are defined as gathering where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference or teleconference. The Board of Directors may also conduct business by telephone conference call, mail, fax or electronic mail through the Secretary. Business (voting): can be conducted at meetings or through mail, fax or email. In order for business to be conducted by email the following precautions must be in place:

1. Every board member must be provided with the means to participate;
2. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board member;
3. A mechanism must be in place to verify that the eligible board members are "listening;"
4. All board members must agree to participate in this manner.

These four precautions will be met by the following conditions: The first email vote by a board member will signify that the member agrees to participate via email for the duration of their term of office, as well as their agreement to signify that they are "listening" by responding via email at least once a month. If a board member is going to be voting from a different email address than the one used for the first email vote, the secretary must be notified by telephone, or in a notification which includes the board member's signature. Board members who don't have a personal computer may use a computer at public locations such as the library; the JCCA will not provide the means to participate in email voting.

## **Article III**

### **Directors and Officers**

**Section 1. Board of Directors.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons to be called Directors, all of whom shall be members in good standing who are residents of the United States. They shall be elected for one-year terms in the Club's election as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be

entrusted to the Board of Directors.

**Section 2. *Term limits.*** No Officer or Director shall serve more than four terms in a row in the same position. However, an Officer who has served four years may be elected to a different office or directorship, and a Director who has served four years in a row may be elected to the office of President, Vice-President, Secretary, or Treasurer. If elected, an Officer or Director who has served four years in the same position may resume service in a previously held position after an absence of one year or more.

**Section 3. *Officers.*** The Club's Officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- i. **The President** shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of president in addition to those particularly specified in these Bylaws.
- ii. **The Vice-President** shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- iii. **The Secretary** shall keep a record of all meetings of the Club and of the Board, of all votes taken by mail, and of all matters of which a record shall be ordered by the club. He shall have charge of the correspondence, notify officers and directors of their election, and carry out other such duties as are prescribed in these bylaws.
- iv. **The Treasurer** shall collect and receive all moneys due or belonging to the Club and keep a roll of the members of the club with their addresses. He shall deposit all moneys in a bank account, approved by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board, and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting he shall tender an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. By December 15 of each year, the Treasurer shall turn all books over to an auditor or audit committee appointed by the board.

**Section 4. *AKC Delegate.*** The AKC delegate shall report to the Club pertinent actions and matters discussed at the AKC's Quarterly Meetings. The Board of Directors shall appoint the Delegate for a term of one year. In years where a new Delegate is appointed, the previous year's Delegate may continue to represent the JCCA until the new Delegate has been seated.

**Section 5. *Vacancies.*** Any vacancies occurring on the Board of Directors or among the Officers during the one year of their term shall be filled until the next regularly occurring annual election by a majority vote of all the then members of the Board, except that a vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board.

## **Article IV**

### **The Club Year, Voting, Nominations, Elections**

**Section 1. Club Year.** The club's fiscal year shall begin on the 1st day of January and end on the last day of December. The Club's Official year shall begin February 1st and end on January 31st. The elected officers and Directors shall take office on the first day of February. Each retiring Officer shall turn over to his successor in office all properties and records, including the web site domain, relating to that office by February 1. At this time, the treasurer will also turn over the results of the latest audit.

**Section 2. Voting.** At the Annual Meeting, General Meeting, or at a special meeting of the club, voting shall be limited to those Regular Members in good standing who are present at the Meeting except for the annual election of Officers and Directors and amendments to the Constitution and Bylaws and the Standard for the

Breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the Members by written ballot cast by mail.

**Section 3.** Annual Elections: The election of Officers and Directors shall be conducted by mail ballot. Each member may submit only one ballot. The Board shall designate an independent entity to receive and count the ballots. To be valid, ballots must be received by the independent entity on or before December 29. Ballots shall be counted by the independent entity on December 30, or the first business day following that date. The independent entity will notify both the President and the secretary of the results of the election, as well as the identity of any ballots that were uncounted. The secretary is responsible for notifying the board and the candidates of the results. Any request for a recount must be received by the secretary within ten days after the election results are announced to the board and the candidates.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

In the case of a tie, a runoff election between the tied candidates shall be held, with the ballots for the runoff to be mailed by January 15 and returned to the independent entity by January 30.

**Section 4.** Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before September 15. The Committee shall consist of three (3) Members from different areas of the United States and an alternate, all Members in good standing, no more than one of whom shall be a Member of the current Board of Directors. The Board shall name a Chairman for the committee. The Nominating Committee may conduct its business by mail, telephone, fax or email.

- a. The Nominating Committee shall nominate from among the eligible Members of the Club in good standing with the Club and AKC, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the state in which he resides, to each Member of the Club on or before October 1, so that additional nominations may be made by the Members if they so desire.
- b. Additional nominations of eligible Members may be made by written petition addressed to the Secretary and received at his regular address on or before November 1, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those Members who have not accepted a nomination of the Nominating Committee.
- c. If no valid additional nominations are received by the Secretary on or before November 1, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- d. If one or more valid additional nominations are received by the Secretary on or before November 1, he shall, on or before November 15, mail to each Member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the States in which they reside, together with a blank envelope and a return envelope addressed to the independent entity designated by the Board to count the ballots marked "JCCA Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the independent entity. The designated independent entity shall check the returns against the list of Members whose dues are paid for the year in which the ballots were sent, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as

the results of the voting. The results of the election shall be transmitted to the Secretary for notification of the candidates. Nominations cannot be made at the Annual Meeting or in any manner other than as provided above. Two members from the same household may not be nominated for office.

## **Article V**

### **Committees**

**Section 1.** Each year, the Board may appoint standing committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

**Section 2.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

## **Article VI**

### **Discipline**

**Section 1.** American Kennel Club Suspension: Any Member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

**Section 2.** Charges: Any Member may prefer charges against another Member for alleged misconduct prejudicial to the best interests of the Club and the Breed. Written charges with specification must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained following a hearing. The Secretary shall promptly, within 30 days, send a copy of the charges to each Member of the Board or present them at a Board Meeting. The Board shall first consider whether the Board has jurisdiction over the charges. The Board will not hear contractual disputes, nor will it hear allegations regarding actions that took place at AKC events. The Board shall then consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less than three (3) Members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly, at least 3 weeks prior to the date of the hearing, send one copy of the charges to the accused Member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

**Section 3.** Board Hearing: The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may, by a majority vote of those present, reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official published reprimand should only indicate that subsequent to a board hearing ... "member (X) was officially reprimanded as a result of charges filed by member (Y).") or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting if that will occur after six (6) months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendations of the Board or Committee. Immediately after the Board or

Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**Section 4. Expulsion:** Expulsion of a Member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The Meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **Article VII**

### **Amendments**

**Section 1.** Amendments to the Constitution and Bylaws (and to the Standard of the Breed) may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

**Section 2.** The Constitution and Bylaws (and the Standard for the Breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each Member in good standing on the date of the mailing, accompanied by a ballot on which he may indicate, his choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

**Section 3.** No amendment to the Constitution and Bylaws (or to the Standard of the Breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

## **Article VIII**

### **Dissolution**

**Section 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Members in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any Members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

## **Article IX**

### **Order of Business**

**Section 1.** At Meetings of the Club, the order of business so far as the character and nature of the Meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting

- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Directors (Annual Meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

**Section 2.** At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

## **Article X**

### **Parliamentary Authority**

**Section 1.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

*Effective October 2018*